

GATX

GENERAL AMERICAN
TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

RECORDATION NO. 7145-E Filed 1425

MAY 12 1982 -2 05 PM

Secretary of the Interstate
Commerce Commission
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

May 6, 1982

2-13246 EC

MAY 12 1982

\$ 10.00

RE: GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST SERIES 70

Washington, D. C.

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of May 1, 1982, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on August 31, 1973, under Recordation No. 7145.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said Bill of Sale are:

Continental Illinois National Bank and
Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60693
Attention: Tom Adler

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: J. R. Moran

I am the controller of General American Transportation Corporation, having knowledge of the matters set forth herein.

Very truly yours,

J. R. Moran
J. R. Moran
Controller-GATC

JRM/meb
Encl.

RECEIVED
MAY 12 2 00 PM '82

RECORDATION NO. 7775
MAY 12 1982 -2 05 PM
INTERSTATE COMMERCE COMMISSION

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 70

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 1, 1982
TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 15, 1973

BY AND BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of May 1, 1982 by and between Continental Illinois National Bank and Trust Company of Chicago, a national banking association, as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of August 15, 1973 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 70, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 31, 1973, Recordation No. 7145; and

Whereas, the parties hereto wish to amend Schedule I to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule I to the Agreement is hereby amended by:

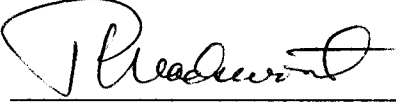
- (a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate

names and their respective corporate seals to be hereunto affixed,
duly attested, as of May 1, 1982.

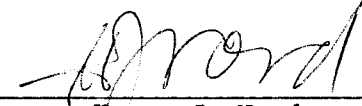
Illinois National
CONTINENTAL BANK AND TRUST COMPANY
OF CHICAGO

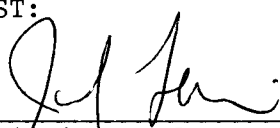
BY: 
Second Vice President

ATTEST:

Trust Officer

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

BY: 
Henry J. Nord
Senior Vice President

ATTEST:

Assistant Secretary

SCHEDULE I

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 70

CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	AAR 211A100-W-1	20,000	GATX 14414.	\$24,550.00	\$15,712.00	\$ 15,712.00	10-1972	10-1972
1 Tank Car	DOT 111A100-W-1	16,000	GATX 16472.	20,473.00	13,102.00	13,102.00	8-1972	8-1972
1 Tank Car	DOT 111A100-W-1	16,000	GATX 42298.	19,857.00	12,708.00	12,708.00	9-1972	9-1972
2 Tank Cars	DOT 111A100-W-1	16,000	GATX 51005, 51023.	19,040.00	12,185.00	24,370.00	3-1973	3-1973
1 Tank Car	DOT 111A100-W-1	18,000	GATX 52150.	17,645.00	11,292.00	11,292.00	1-1973	1-1973
1 Tank Car	DOT 111A100-W-1	20,000	GATX 14485.	20,469.00	13,100.00	13,100.00	6-1972	6-1972
2 Tank Cars	DOT 111A100-W-1	22,000	GATX 14979, 14982.	18,306.00	11,715.00	23,430.00	9-1972	9-1972
3 Tank Cars	DOT 111A100-W-1	22,000	GATX 42353, 42361, 42364.	20,835.00	13,334.00	40,002.00	9-1972	9-1972
1 Tank Car	DOT 111A100-W-4	22,000	GATX 41909.	21,226.00	13,584.00	13,584.00	6-1972	6-1972
1 Tank Car	DOT 111A60-W-1	22,000	GATX 14428.	20,585.00	13,174.00	13,174.00	11-1972	11-1972
4 Tank Cars	DOT 111A60-W-1	22,000	GATX 42008, 42009, 42023, 42062.	21,035.00	13,462.00	53,848.00	10-1972	10-1972
2 Tank Cars	DOT 112A340-W	26,100	GATX 33446, 33464.	19,314.00	12,360.00	24,720.00	3-1973	3-1973
1 Tank Car	DOT 112A340-W	31,800	GATX 55600.	24,118.00	19,294.00	19,294.00	6-1976	6-1976
1 Airslide Car	LO	4,180 Cu.Ft.	MILW 109925.	21,289.00	13,624.00	13,624.00	1-1973	1-1973
2 Dry-Flo Cars	LO	5,750 Cu.Ft.	GACX 51036, 51057.	24,385.00	15,606.00	31,212.00	10-1972	10-1972
1 Dry-Flo Car	LO	5,750 Cu.Ft.	GACX 51141.	22,585.00	14,454.00	14,454.00	11-1972	11-1972
1 Hopper Car	HKS	3,740 Cu.Ft.	GAUX 75001.	29,790.00	22,640.00	22,640.00	8-1975	8-1975
						<u>\$360,266.00</u>		

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 70
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 111A60-W-1	20,000	GATX 17138.	\$41,300.00	\$37,996.00	\$ 37,996.00	1-1980	1-1980
6 Tank Cars	DOT 111A100-W-1	20,000	GATX 17406-17411.	42,103.00	38,735.00	232,410.00	1-1980	1-1980
1 Tank Car	DOT 111A100-W-1	22,000	GATX 23692.	56,481.00	51,963.00	51,963.00	1-1980	1-1980
1 Tank Car	DOT 111A100-W-1	12,500	GATX 90518.	41,238.00	37,939.00	37,939.00	1-1980	1-1980
<u>9</u>						<u>\$360,308.00</u>		

STATE OF **ILLINOIS**)
)
COUNTY OF **COOK**)

On this 27th day of APRIL, before me personally appeared J. C. Mull, Jr., to me personally known, who, being by me duly sworn, says that he is ASSISTANT Vice President of Continental Illinois National Bank and Trust Company of Chicago that one of the seals affixed to the foregoing instrument is the corporate seal of said BANK, that said instrument was signed and sealed on behalf of said BANK by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said

My Commission Expires July 2, 1984

V. Was [Signature]
Notary Public

* * * * *

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 20th day of April, 1982, before me personally appeared Henry J. Nord, to me personally known, who, being by me duly sworn, said that he is Senior Vice President of GATX Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret E. Barder
Notary Public

My Commission Expires June 24, 1983